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Attorneys for Pentastar Aviation, LLC

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re

Chapter 11

DELPHI CORPORATION, ET AL.,

Case No. 05-44481 (RDD)

Debtors.

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(Jointly Administered)

**RESPONSE OF PENTASTAR AVIATION, LLC TO DEBTORS' SECOND OMNIBUS  
OBJECTION (PROCEDURAL) UNDER 11 U.S.C. § 502(b) AND FED. R. BANKR. P.  
3007 TO CERTAIN (I) EQUITY CLAIMS, (II) CLAIMS DUPLICATIVE OF  
CONSOLIDATED TRUSTEE OR AGENT CLAIMS, AND (III) DUPLICATE AND  
AMENDED CLAIMS**

Pentastar Aviation, LLC ("Pentastar") states the following in support of its response to Debtors' Second Omnibus Claims Objection (Procedural) under 11 U.S.C. § 502(b) and Fed R. Bankr. 3007 to Certain (I) Equity Claims, (II) Claims Duplicative of Consolidated Trustee or Agent Claims, and (III) Duplicate and Amended Claims ("Second Omnibus Objection"):

1. On October 8, 2005 ("Petition Date"), Delphi and various affiliates and/or subsidiaries (collectively "Debtors") filed a petition for relief under chapter 11 of the United States Bankruptcy Code.

2. Prepetition, Pentastar entered into certain contracts with certain Debtors (“Contracts”) under which Pentastar agreed to provide certain aircraft management services to certain Debtors. Debtors are in possession of copies of the Contracts. Debtor Delphi Automotive Systems Human Resources LLC (“Delphi Human Resources”) is now the party (by assignment) to the Contracts.

3. On July 27, 2006, Pentastar filed its secured proof of claim against Delphi Human Resources in the amount of \$161,444.04 [Claim No. 12160] (“Delphi Human Resources Claim”). Because the claims procedures implemented by Debtors is unclear, on July 27, 2006, Pentastar also filed its secured proof of claim against Delphi Corporation in the amount of \$161,444.04 [Claim No. 12157] (“Delphi Corporation Claim”). The Delphi Human Resources Claim and Delphi Corporation Claim both stated that Pentastar only seeks one recovery. After Pentastar filed the Delphi Human Resources Claim and Delphi Corporation Claim, Pentastar and Debtor entered into a Settlement Agreement effective as of September 15, 2006 (“Agreement”), which was attached to Pentastar’s Amended Claims (as defined below). Under the Agreement, Pentastar, Delphi Human Resources and Delphi Corporation agreed that prepetition, Delphi Human Resources owed Pentastar \$80,772.02 (unsecured) under the Contracts, without defense or setoff.

4. On October 16, 2006, Pentastar amended the Delphi Human Resources Claim to reflect the terms of the Agreement [Claim No. 16371] (“Amended Delphi Human Resources Claim”). Similarly, on October 16, 2006, Pentastar amended the Delphi Corporation Claim to

reflect the terms of the Agreement [Claim No. 16372] (“Amended Delphi Corporation Claim”, and collectively with the Amended Delphi Human Resources Claim, “Amended Claims”).<sup>1</sup>

5. In the Second Omnibus Objection, Debtors seek to expunge and disallow the Delphi Human Resources Claim because it is duplicative.

6. Because Delphi Human Resources is the party to the Contracts, the Delphi Human Resources Claim should be the surviving claim. If the Amended Delphi Human Resources Claim is allowed as the surviving claim and Debtors acknowledge and agree that the Delphi Human Resources case is the proper case for the claim to reside, Pentastar does not object to the disallowance of the Delphi Corporation Claim as duplicative.

7. Any reply to this Response should be addressed to the following:

Ralph E. McDowell  
Bodman LLP  
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1901 St. Antoine Street  
Detroit, Michigan 48226  
(313) 393-7592  
(313) 393-7579 (fax)  
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8. The contact information for persons who possess the authority to reconcile, settle or otherwise resolve the Second Omnibus Objection to the claim on behalf of Pentastar is:

Ralph E. McDowell  
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<sup>1</sup> In the Second Omnibus Objection, Debtors do not seek any relief regarding the Amended Claims.

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9. Pentastar reserves all of its rights and remedies under the Contracts and Amended Claims and nothing in this response should constitute or be construed to waive those rights.

**RELIEF REQUESTED**

Pentastar requests that the Court deny the relief requested under the Second Omnibus Objection as to the Delphi Corporation Claim and Delphi Human Resources Claim, as amended, and enter an order attached as Exhibit A.

Dated: November 21, 2006

BODMAN LLP

By:           /s/ Ralph E. McDowell            
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**EXHIBIT A**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re

Chapter 11

DELPHI CORPORATION, ET AL.,

Case No. 05-44481 (RDD)

Debtors.

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(Jointly Administered)

**ORDER REGARDING RESPONSE OF PENTASTAR AVIATION, LLC TO DEBTORS'  
SECOND OMNIBUS OBJECTION (PROCEDURAL) UNDER 11 U.S.C. § 502(b) AND  
FED. R. BANKR. P. 3007 TO CERTAIN (I) EQUITY CLAIMS, (II) CLAIMS  
DUPLICATIVE OF CONSOLIDATED TRUSTEE OR AGENT CLAIMS, AND (III)  
DUPLICATE AND AMENDED CLAIMS**

Upon the response of Pentastar Aviation, LLC ("Pentastar") to Debtors' Second Omnibus Objection (Procedural) under 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (I) Equity Claims, (II) Claims Duplicative of Consolidated Trustee or Agent Claims, and (III) Duplicate and Amended Claims ("Second Omnibus Objection"); and upon the record of the hearing held on the Second Omnibus Claims Objection;

**IT IS ORDERED THAT:**

1. Pentastar's amended claim number 16371 (which amends Pentastar's claim no. 12160) in the unsecured amount of \$80,772.02 ("Surviving Claim") is Pentastar's surviving claim and is allowed.

2. Based on the Debtors' acknowledgement of the allowed claim against Debtor Delphi Automotive Systems Human Resources, LLC, Pentastar's claim numbers 12157 and

amended claim number 16372 are expunged as duplicate. Pentastar's claim number 12160 shall be deemed superseded by the Surviving Claim.

3. Nothing in this order, including the superseding of Pentastar's claim number 12160, shall be used to assert that Pentastar's Surviving Claim was filed untimely.

4. Pentastar retains all rights and remedies.